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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

THE VLADIMIR GUSINSKY REV. TRUST,
Individually and On Behalf of All Others
Similarly Situated,

Plaintiff,

v.

EXAR CORPORATION, GARY MEYERS,
RYAN A. BENTON, BEHROOZ ABDI, IZAK
BENCUYA, PIERRE G. GUILBAULT,
BRIAN HILTON, JEFFREY JACOBOWITZ,
MAXLINEAR, INC., and EAGLE
ACQUISITION CORPORATION,

Defendants.

Case No. 3:17-cv-2150-SI

STIPULATION AND ~~[PROPOSED]~~
ORDER CONCERNING PLAINTIFF'S
VOLUNTARY DISMISSAL AND
PLAINTIFFS' COUNSEL'S
ANTICIPATED APPLICATION FOR
AN AWARD OF ATTORNEYS' FEES
AND EXPENSES

WHEREAS, on March 29, 2017, Exar Corporation ("Exar" or the "Company") and MaxLinear, Inc. ("MaxLinear") announced that they had entered into an agreement and plan of merger (the "Merger Agreement") pursuant to which MaxLinear would acquire all of the outstanding shares of Exar in exchange for \$13.00 in cash per Exar share (the "Transaction");

WHEREAS, on April 13, 2017, Exar filed a Solicitation/Recommendation Statement (the "Solicitation Statement") with the United States Securities and Exchange Commission ("SEC") in connection with the Transaction;

WHEREAS, on April 18, 2017, plaintiff The Vladimir Gusinsky Rev. Trust ("Plaintiff") filed a class action lawsuit in the United States District Court for the Northern District of California challenging the adequacy of the disclosures made in the Solicitation Statement, captioned *The*

1 *Vladimir Gusinsky Rev. Trust v. Exar Corporation*, Case No. 3:17-cv-2150 (the “Action”).
2 Plaintiff’s complaint alleged, among other things, that defendants Exar, Gary Meyers, Ryan A.
3 Benton, Behrooz Abdi, Izak Bencuya, Pierre G. Guilbault, Brian Hilton, Jeffrey Jacobowitz,
4 MaxLinear, Inc., and Eagle Acquisition Corporation (collectively, “Defendants”) violated
5 Sections 14(e), 14(d), and 20(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) in
6 connection with the Solicitation Statement;

7 WHEREAS on April 25, 2017, plaintiff Richard E. Marshall (together with Plaintiff,
8 “Plaintiffs”) filed the related action *Marshall v. Exar Corporation*, Case No. 3:17-cv-02334 (the
9 “Related Action” and, together with the Action, the “Actions”) against defendants Exar, Gary
10 Meyers, Ryan A. Benton, Behrooz Abdi, Izak Bencuya, Pierre G. Guilbault, Brian Hilton, and
11 Jeffrey Jacobowitz, alleging, *inter alia*, that these defendants violated Sections 14(e), 14(d), and
12 20(a) of the Exchange Act in connection with the Solicitation Statement;

13 WHEREAS, as a result of negotiations between the parties in the Actions, on May 3, 2017,
14 the parties to the Actions agreed on supplemental disclosures related to the Transaction (the
15 “Supplemental Disclosures”), which would address and moot Plaintiffs’ claims regarding the
16 disclosures in the Solicitation Statement;

17 WHEREAS, on May 3, 2017, Exar filed the Supplemental Disclosures with the SEC;

18 WHEREAS, on May 12, 2017, the Transaction closed;

19 WHEREAS, Plaintiffs’ counsel reserve the right to assert a claim for attorneys’ fees and
20 expenses in connection with the prosecution of the Actions and the issuance of the Supplemental
21 Disclosures, and have informed Defendants of their intention to petition the Court for such fees
22 and expenses if their claim cannot be resolved through negotiations between counsel for Plaintiffs
23 and Defendants (the “Fee Application”);

24 WHEREAS, by entering into this Stipulation, Defendants do not admit that the
25 Supplemental Disclosures were material or that Plaintiffs are entitled to attorneys’ fees and
26 expenses, and reserve the right to oppose, in whole or in part, any claim by Plaintiffs for attorneys’
27 fees and expenses.;

28 WHEREAS, no class has been certified in the Action;

1 WHEREAS, for the avoidance of doubt, no compensation in any form has passed directly
2 or indirectly to Plaintiffs or their attorneys, and no promise, understanding, or agreement to give
3 any such compensation has been made, nor have the parties had any discussions concerning the
4 amount of any mootness fee application or award; and

5 WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend
6 that no claim asserted in the Action was ever meritorious.

7 **IT IS HEREBY STIPULATED AND AGREED**, by and between the undersigned
8 attorneys for the respective parties:

9 1. Plaintiff hereby voluntarily dismisses the Action with prejudice as to Plaintiff
10 pursuant to Fed. R. Civ. P. 41(a)(1) and without prejudice as to other members of the putative
11 class.

12 2. This Court retains jurisdiction over the parties in the Action solely for purposes of
13 further proceedings related to the adjudication of Plaintiff's potential Fee Application.

14 3. If Plaintiff makes a Fee Application, such Fee Application will be made with the
15 cooperation of, and also on behalf of, the plaintiff in the Related Action and his counsel.

16 4. If the parties are unable to resolve Plaintiff's counsel's claim for attorneys' fees and
17 expenses, Plaintiff shall file any petition and supporting papers seeking such relief by no later than
18 June 28, 2017, with the hearing to be noticed in accordance with Civil Local Rule 7-2.

19 IT IS SO STIPULATED.

20 Respectfully submitted this 12th day of June, 2017.

21 **LEVI & KORSINSKY LLP**

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FILER'S ATTESTATION

Pursuant to Civil Local Rule 5-1 regarding signatures, I attest under penalty of perjury that the concurrence in the filing of this document has been obtained from all signatories.

/s/ Rosemary M. Rivas
Rosemary M. Rivas

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Date: June 12, 2017


Hon. Susan Illston
Senior United States District Judge